

# Certificate of Incorporation of VERATEX INC.

under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) *The name of the proposed corporation is*  
VERATEX INC.

(2) *The purpose or purposes for which this corporation is formed, are as follows, to wit:*

To carry on all of the functions of converting, included but not limited to the purchase, sale, whether at wholesale or retail, manufacture and dealing in textiles of any and all kind as well as related products.

To do any and all things herein set forth and in addition, such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world insofar as such acts are permitted to be done by a corporation organized under the Business Corporation Law of this State.

*The corporation, in furtherance of its corporate purposes above set forth, shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute of the State of New York.*

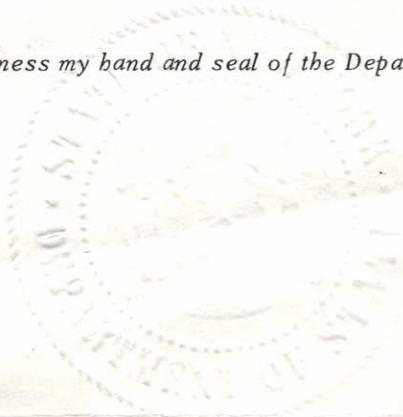
State of New York  
Department of State } ss.:

27622

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State  
and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

OCT 4- 1924



*John J. Dooley.*

*Acting Secretary of State*

(3) The office of the corporation is to be located in the City (city) (town) (incorporated village)  
of New York County of New York State of New York.

(4) The aggregate number of shares which the corporation shall have the authority to issue is two hundred (200) shares of Common Stock having no par value.

The proportion of shares, the holders of which shall be present in person or represented by proxy at any meeting of the shareholders in order to constitute a quorum for the transaction of any business shall be 100%. The percentage of votes or consents of the holder of the shares which shall be necessary for the transaction of any business at any meeting of the shareholders, including amendments to the Certificate of Incorporation shall be 100%.

The number of directors who shall be present at any meeting in order to constitute a quorum for the transaction of any business shall be all of the directors holding office at such time.

A unanimous vote of the directors shall be necessary for the transaction of any business at any meeting of the Board of Directors.

In the event that any shareholder shall offer his shares in the corporation for sale to the corporation or to the other shareholders, pursuant to the terms of any written agreement governing or controlling the sale or disposition of such shares and the payment of the purchase price therefor, and if such offer is not accepted by the corporation or its other shareholders pursuant to the provisions of such written agreement, or if such offer is accepted but the purchaser or purchasers default and fail to pay such purchase price or any portion thereof, then upon the happening of either or any of such events, any of the shareholders shall have the right and option to enforce the dissolution of the corporation.

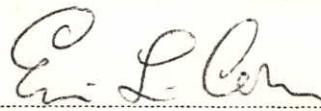
(5) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is

c/o ERWIN L. CORWIN, 50 East 42nd Street, New York, New York 10017.

The undersigned incorporator, or each of them if there are more than one, is of the age of twenty-one years or over.

IN WITNESS WHEREOF, this certificate has been subscribed this 2nd day of October 1974 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

ERWIN L. CORWIN  
Type name of incorporator



Signature

50 East 42nd Street, N.Y., N.Y. 10017

Address

Type name of incorporator

Signature

Address

Type name of incorporator

Signature

Address

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Certificate of Incorporation

of

VERATEX, INC.

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under Section 402 of the Business Corporation Law

Filed By:

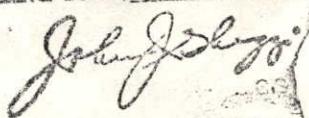
ERWIN L. CORWIN

Office and Post Office Address  
50 East 42nd Street  
New York, N.Y. 10017  
(212) 986 3070

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 4-1974

TAX \$ 10  
FILING FEE \$ 30

  
John J. Dolan  
Acting Secretary of State

By m

PJ/NY

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